

Minutes of the meeting of the Board of Directors of the Cook County Health and Hospitals System (CCHHS) held Friday, December 12, 2014 at the hour of 8:00 A.M. at 1900 West Polk Street, in the Second Floor Conference Room, Chicago, Illinois.

I. Attendance/Call to Order

Chairman Hammock called the meeting to order.

Present: Chairman M. Hill Hammock, Vice Chairman Hon. Jerry Butler and Directors Lewis M. Collens; Ric Estrada; Ada Mary Gugenheim; Emilie N. Junge; Wayne M. Lerner, DPH, LFACHE; Carmen Velasquez; and Dorene P. Wiese (9)

Absent: None (0)

Additional attendees and/or presenters were:

Gina Besenhofer - System Director of Supply Chain Management

Douglas Elwell – Deputy CEO of Finance and Strategy, Interim Deputy CEO of Operations

Randolph Johnston – Associate General Counsel

John O'Brien, MD – Director of Professional Education

Elizabeth Reidy – System General Counsel

Deborah Santana – Secretary to the Board

Joyce Schoonover – System Director of Risk Management

John Jay Shannon, MD – Chief Executive Officer

Sandy Weber – State's Attorney's Office

II. Public Speakers

Chairman Hammock asked the Secretary to call upon the registered public speakers.

The Secretary called upon the following registered public speaker:

1. George Blakemore Concerned Citizen

III. Employee Recognition

Dr. John Jay Shannon, Chief Executive Officer, recognized employees for outstanding achievements. Details and further information is included in Attachment #4 - Report from the Chief Executive Officer.

IV. Board and Committee Reports

A. Minutes of the Board of Directors Meeting, November 14, 2014

Director Lerner, seconded by Director Estrada, moved the approval of the Minutes of the Board of Directors Meeting of November 14, 2014. THE MOTION CARRIED UNANIMOUSLY.

B. **Minutes of the Human Resources Committee Meeting, December 5, 2014

Director Wiese, seconded by Director Velasquez, moved the approval of the Minutes of the Human Resources Committee Meeting of December 5, 2014. THE MOTION CARRIED UNANIMOUSLY.

IV. Board and Committee Reports (continued)**C. Minutes of the Finance Committee Meeting, December 5, 2014**

- **Contracts and Procurement Items** (detail was provided as an attachment to the Board Agenda)

It was noted that Contract Compliance had not completed review of all of the contracts considered at the December 5th Finance Committee Meeting; therefore, conditional approval was requested for those requests that remained pending (request numbers 1, 9, 10, 11 and 16, under the Contracts and Procurements Items).

Director Collens, seconded by Director Lerner, moved the approval of the Minutes of the Finance Committee Meeting of December 5, 2014, with the exception of request numbers 1, 9, 10, 11 and 16, under the Contracts and Procurement Items, which are conditionally approved, pending being found responsive to the Minority- and Women-Owned Business Enterprise provisions in the Cook County Ordinance on Procurement and Contracting, which provisions are included in the Cook County Health and Hospitals System Procurement Policy. THE MOTION CARRIED UNANIMOUSLY.

D. **Minutes of the Quality and Patient Safety Committee Meeting, December 9, 2014

- **Medical Staff Appointments/Reappointments/Changes**
- **2015 Quality Assessment and Performance Improvement Plans:**
 - **John H. Stroger, Jr. Hospital of Cook County; and**
 - **Ambulatory and Community Health Network of Cook County**

Director Gugenheim, seconded by Vice Chairman Butler, moved the approval of the Minutes of the Quality and Patient Safety Committee Meeting of December 9, 2014. THE MOTION CARRIED UNANIMOUSLY.

V. Action Items**A. Contracts and Procurement Items (Attachment #1)**

Gina Besenhofer, System Director of Supply Chain Management, provided an overview of the request presented for the Board's consideration. The Board reviewed and discussed the request.

Douglas Elwell, Deputy CEO of Finance and Strategy, provided additional information. A recent Request for Proposals (RFP) yielded only one response, despite the fact that staff reached out to a number of vendors when it was posted. Staff are evaluating the RFP results; they are also looking to see if the System has the flexibility to bring the services in-house.

In response to a question regarding the reason why there was only one vendor who responded to the RFP, Mr. Elwell stated that the RFP was considered to be a bit complicated. The System has always done a number of things both internally and externally in terms of taking applications - a group of employees who took care of CareLink applications; a vendor who primarily was responsible for Medicaid applications; and a call center and vendor who were responsible for CountyCare applications. The administration tried to take the two pieces that were outsourced and bring them together. There are several possible reasons why other vendors did not respond to the RFP. Some vendors may have assumed that the incumbent had a lock on the contract; some may not have bothered because they thought that the System was going to bring the services in-house.

V. Action Items

A. Contracts and Procurement Items (continued)

The Board discussed the subject in relation to quality and financial performance. Mr. Elwell stated that he believes that if the services were performed in-house, the cost will come down significantly; he also believes they can meet the quality standards. There are a few issues that will need to be resolved with the labor partners regarding work rules associated with this; a meeting is scheduled to discuss these with the labor partners in the upcoming week. The discussion is going to be a fair discussion – if they can help the System to resolve the issues around the work rules that will allow the System to do this, the administration believes that it can bring this in-house. If they cannot do that, then the System will have to go in the direction of the RFP.

Director Lerner stated that there cannot be anything more important than how well the System performs on the call center. Whether those services are performed in-house or by an outside vendor, he indicated that he was much more concerned about the performance and hitting the targets that are set. Chairman Hammock encouraged the administration to make a quick decision; if the decision is to go the RFP route, the administration should be able to go to those vendors who they think are capable of meeting or exceeding the quality needed, and let them know that the services are not being brought in-house - they have a chance to be selected but if they do not bid, they will not be selected. He noted that, at some point in the future, he would like to go over in some detail the efforts to follow that pattern, to review the administration's efforts to get the best cost price response on this.

Mr. Elwell stated that, if the administration comes to the conclusion with its labor partners that these services can be performed in-house, and they can put together a plan that will ensure that the System will have the level of quality needed and will be able to handle this, the decision will be made to bring the services in-house. Following the meeting with the labor partners, if the administration determines that the labor partners are not comfortable giving the level of flexibility in the work rules necessary to be successful at this, then an RFP will be posted with plenty of time for response. The administration hopes to make that decision in December; if an RFP needs to be posted, it will be posted in January.

In response to a question from Director Velasquez regarding how long it would take to implement if the decision is to provide those services in-house, Mr. Elwell stated that he expected it to take four (4) months to implement; this is the reason why this contract extension is timed to expire on April 30th.

Director Collens commented regarding the aspects of performance management when receiving services contractually; if the System was not satisfied with individual performance metrics, it could ask the contractor to get someone else who can meet the targets set in the contract. He asked whether the System would have the same flexibility if the services were provided in-house, or whether it would be much more complicated, in terms of performance metrics and replacing people whose performance did not meet the targets. Mr. Elwell responded that, theoretically, the System has a policy for progressive discipline today; if the System has an employee that is not performing, and the System re-trains and makes those efforts but the employee does not improve to the level required, the System has the ability to remove that person. With regard to the changes to the work rules that are needed, he noted that the Centers for Medicare and Medicaid Services (CMS) normally requires the ability to listen into a call for quality assurance. It has been the position of the labor partners that that is inappropriate – that issue is one of the matters to discuss with the labor partners. If their answer is no, the administration will be outsourcing it, because it has no other choice.

Director Lerner stated that if these services are brought in-house, the System has the potential to meet or exceed the performance levels and reduce expenses. He stated that he would appreciate receiving information on the outcome of the meeting with the labor partners and the action plan going forward¹. He would be interested in learning what the labor partners have to say; if for some reason they choose not to want to allow the System to have the oversight that other places normally have for call centers, he would like to understand the reason for that.

V. Action Items**A. Contracts and Procurement Items (continued)**

Director Velasquez, seconded by Director Lerner, moved the approval of request number 1 under the Contracts and Procurement Items. THE MOTION CARRIED UNANIMOUSLY.

B. Proposed Amendments to the Rules of Organization and Procedure of the CCHHS Board of Directors (Attachment #2)

Chairman Hammock stated that, with the dramatic transformation that the System is undergoing around CountyCare and the implementation of the Affordable Care Act (ACA), its managed care program has become a dominant force for the Board in its deliberations. The best way to manage that is to establish another Standing Committee that would have the responsibility of focusing on the managed care services programs related to it. To that end, he recommended an Amendment to the operating Rules of Organization and Procedure to establish that additional Standing Committee, effective immediately. He noted that it is not intended to be duplicative of other responsibilities held by other Standing Committees.

During the review of the proposed Amendment, Director Collens noted that an outdated title was included in the Rules within the description for the Finance Committee. Elizabeth Reidy, General Counsel, stated that staff will review the Rules for any other changes that are needed in addition to the one mentioned by Director Collens, and will prepare the appropriate amendments for consideration by the Board at its January meeting².

Director Gugenheim, seconded by Director Velasquez, moved the approval of the proposed Amendments to the Rules of Organization and Procedure of the CCHHS Board of Directors. THE MOTION CARRIED UNANIMOUSLY.

C. Proposed reappointment of Julio Rodriguez to the CORE Foundation, submitted by Cook County Board President Toni Preckwinkle for approval by the CCHHS Board of Directors (Attachment #3)

Vice Chairman Butler, seconded by Director Estrada, moved the approval of the proposed reappointment of Julio Rodriguez to the CORE Foundation. THE MOTION CARRIED UNANIMOUSLY.

D. Any items listed under Sections IV, V and VIII**VI. Report from Chairman of the Board**

Chairman Hammock stated that effective December 1st, new Committee assignments are in place. In addition to appointing the membership of the Standing Committees, he appointed the following Directors as Chairs of the Standing Committees: Director Velasquez - Audit and Compliance Committee; Director Collens – Finance Committee; Director Wiese - Human Resources Committee; Director Lerner - Managed Care Committee; and Director Gugenheim - Quality and Patient Safety Committee. He stated that each Director will serve on one or two of the Committees; in addition, Directors are always welcome to attend any Committee Meeting. As the Board moves into the new year, he asked the Committee Chairs to have more robust discussions like the Board had earlier in the meeting on the contractual matter. The Board will look to the Chairs to guide it and be the experts on the topics for which their Committee is responsible, and to bring to the Board those issues it should discuss as a whole and lead it in robust discussions so the Board can work effectively as a team.

VI. Report from Chairman of the Board (continued)

Chairman Hammock stated that, beginning with the January Board Meeting, the Board will begin to see a set of metrics from each of its Standing Committees on the appropriate areas of the System. He noted that may take several months to get them perfected; he asked the Chairs of each of the Standing Committees to look at the metrics under their responsibility and determine which ones the Board should be seeing.

Chairman Hammock stated that he is changing the start time of the Board Meeting from 8:00 A.M. to 9:00 A.M.; he expects that the meetings will last two to three hours.

Chairman Hammock stated that, after consulting with Dr. Shannon, he has selected Mr. Elwell to be the System's representative on Governor-Elect Bruce Rauner's transition team committee relating to health care. Mr. Elwell's extensive experience in seeing and understanding what other states are doing, as well as Illinois, makes him an excellent representative for the System in this capacity.

Chairman Hammock extended his thanks to all of the Directors, staff and others who attended the recent Cook County Health Foundation dinner, where Commissioner Butler and the family of Ruth Rothstein were honored for their long and important contributions to the System. He stated that it was a great evening with a large turnout; this was the first event like this for the Foundation, and was a terrific first effort.

VII. Report from Chief Executive Officer (Attachment #4)

Dr. Shannon provided an update on several subjects; detail is included in Attachment #4. The Board reviewed and discussed the information.

Dr. Shannon recalled that there were a number of bargains that went into the ACA, including future rate reductions for disproportionate share hospital (DSH) funding. He believes that, particularly with the rising issue of relative underinsurance that will happen because of high deductible plans, there is a very strong case for maintaining DSH funding. He added that, at Cook County, and at most urban centers, they are still finding very significant numbers of individuals who are not touched by the ACA expansion. Following the discussion, Dr. Shannon recommended that a more detailed discussion about the subject and background of DSH payments take place in the near future, at either the level of the Board or at the Finance Committee.

Mr. Elwell announced that Donna Hart has been selected to be the new Chief Information Officer for the System. He provided information on her background and accomplishments; the Board congratulated her and welcomed her to the new role. Dr. Shannon stated that in the context of taking on this role, she has agreed for some important reasons to take on the responsibilities of telecommunications and biomedicine under the fold of Information Technology (IT). Director Lerner requested that the Board receive an update/status report in the near future from Ms. Hart on her assessment of IT, to educate the Board³.

VIII. Closed Meeting Items

- A. Claims and Litigation**
- B. Discussion of personnel matters**
- C. Minutes of the Human Resources Committee Meeting, December 5, 2014**
- D. Minutes of the Quality and Patient Safety Committee Meeting, December 9, 2014**

VIII. Closed Meeting Items (continued)

Vice Chairman Butler, seconded by Director Gugenheim, moved to recess the open meeting and convene into a closed meeting, pursuant to the following exceptions to the Illinois Open Meetings Act: 5 ILCS 120/2(c)(1), regarding “the appointment, employment, compensation, discipline, performance, or dismissal of specific employees of the public body or legal counsel for the public body, including hearing testimony on a complaint lodged against an employee of the public body or against legal counsel for the public body to determine its validity,” 5 ILCS 120/2(c)(2), regarding “collective negotiating matters between the public body and its employees or their representatives, or deliberations concerning salary schedules for one or more classes of employees,” 5 ILCS 120/2(c)(11), regarding “litigation, when an action against, affecting or on behalf of the particular body has been filed and is pending before a court or administrative tribunal, or when the public body finds that an action is probable or imminent, in which case the basis for the finding shall be recorded and entered into the minutes of the closed meeting,” 5 ILCS 120/2(c)(12), regarding “the establishment of reserves or settlement of claims as provided in the Local Governmental and Governmental Employees Tort Immunity Act, if otherwise the disposition of a claim or potential claim might be prejudiced, or the review or discussion of claims, loss or risk management information, records, data, advice or communications from or with respect to any insurer of the public body or any intergovernmental risk management association or self insurance pool of which the public body is a member,” and 5 ILCS 120/2(c)(17), regarding “the recruitment, credentialing, discipline or formal peer review of physicians or other health care professionals for a hospital, or other institution providing medical care, that is operated by the public body.”

On the motion to recess the open meeting and convene into a closed meeting, a roll call was taken, the votes of yeas and nays being as follows:

Yeas: Chairman Hammock, Vice Chairman Butler and Directors Collens, Estrada, Gugenheim, Junge, Lerner, Velasquez and Wiese (9)

Nays: None (0)

Absent: None (0)

THE MOTION CARRIED UNANIMOUSLY.

Chairman Hammock declared that the closed meeting was adjourned. The Board reconvened into the open meeting.

IX. Adjourn

As the agenda was exhausted, Chairman Hammock declared that the meeting was ADJOURNED.

Respectfully submitted,
Board of Directors of the
Cook County Health and Hospitals System

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
M. Hill Hammock, Chairman

Attest:

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Deborah Santana, Secretary

-
- ¹ Follow-up: regarding contractual request, request for information on the outcome of the meeting with the labor partners and the action plan going forward (regarding decision on whether to outsource services or bring them in-house). Page 3.
- ² Follow-up: additional amendments to the Rules of Organization and Procedure to be drafted and presented for consideration by the Board at its January meeting. Page 4.
- ³ Follow-up: request for update/status report in the near future from Ms. Hart on her assessment of IT. Page 5.

Cook County Health and Hospitals System
Board of Directors Meeting Minutes
December 12, 2014

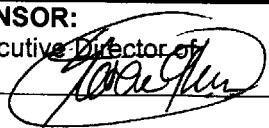
ATTACHMENT #1

COOK COUNTY HEALTH AND HOSPITALS SYSTEM
ITEM V.A.
DECEMBER 12, 2014 BOARD OF DIRECTORS MEETING
CONTRACTS AND PROCUREMENT ITEMS

Request #	Vendor	Service or Product	Fiscal impact not to exceed:	Affiliate / System	Begins on Page #
Extend and Increase Contract					
1	Automated Health Systems	Service - third party administrator	\$3,953,117.64	Managed Care	2

Cook County Health & Hospitals System

AS AMENDED BOARD APPROVAL REQUEST

SPONSOR: N/A		EXECUTIVE SPONSOR: Steven Glass, Executive Director of Managed Care 	
DATE: 11/12/2014	PRODUCT / SERVICE: Service – Third Party Administrator		
TYPE OF REQUEST: <u>Extend and Increase Contract</u>	VENDOR / SUPPLIER: Automated Health System, Pittsburg, PA		
ACCOUNT: 896-260	FISCAL IMPACT NOT TO EXCEED: \$3,953,117.64	GRANT AWARD / RENEWAL AMOUNT: N/A	
ORIGINAL CONTRACT PERIOD 12/01/2012 thru 12/31/2014	NEW CONTRACT PERIOD: 01/01/2015 thru 04/30/2015	CONTRACT NUMBER: H12-25-091	
<input checked="" type="checkbox"/>	COMPETITIVE SELECTION METHODOLOGY: RFP		
<input type="checkbox"/>	NON-COMPETITIVE SELECTION METHODOLOGY:		

PRIOR CONTRACT HISTORY:

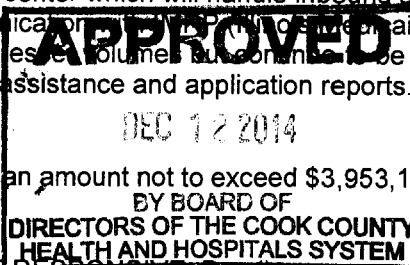
The Cook County Health & Hospitals System (CCHHS) Board approved a contract on 12/14/2012 in the amount of \$7,830,286.00 for the period from 12/01/2012 thru 12/31/2013. Automated Health Systems (AHS) provides administrative and support services as a Third Party Administrator. The services include operation of a call center, contract management, claims review and payment. On 05/31/2013 the CCHHS Board approved a request to amend and increase the contract in the amount of \$18,500,000.00. An increase to the contract was approved by the Board on 11/22/2013 in the amount of \$4,443,144.00. On 12/13/2013 the CCHHS Board approved a request to extend and increase the contract through 06/30/2014 in the amount of \$54,000,000.00 and on 03/28/2014 an increase to the contract was approved in the amount of \$60,000,000.00. On 06/27/2014 the Board of Directors approved a request to extend the term of the contract to 12/31/2014 and increase the amount payable by \$50,000,000.00.

NEW PROPOSAL JUSTIFICATION:

This request is to increase the current contract and allow the vendor and its subcontractor to maintain the eligibility call center, eligibility processing and the redetermination call center which will handle inbound and outbound calls for redetermination reminders, assistance, and facilitate communication (e.g. Medicaid Redetermination Project) and CCHHS. Additional deliverables that may have been included but are not applicable are the application mailings, document outreach, on-site application assistance and application reports.

TERMS OF REQUEST:

This is a request to increase contract number H12-25-091 in an amount not to exceed \$3,953,117.64, as needed, ^ and extend from 01/01/2015 thru 04/30/2015.




CONTRACT COMPLIANCE HAS FOUND THIS CONTRACT RESPONSIVE: Pending

CCHHS Deputy CEO:


Douglas Elwell, Deputy Chief Executive Officer

CCHHS CEO:

 (Inc.)
John Jay Shannon, M.D., Chief Executive Officer

Request #

1

• Ambulatory & Community Health Network • Cermak Health Services • Department of Public Health •
• John H. Stroger, Jr. Hospital of Cook County • Oak Forest Health Center • Provident Hospital • Ruth M. Rothstein CORE Center •

We Bring Health CARE to Your Community

Cook County Health and Hospitals System
Board of Directors Meeting Minutes
December 12, 2014

ATTACHMENT #2

RULES OF ORGANIZATION AND PROCEDURE
Of the Board of Directors of the
Cook County Health and Hospitals System

RULES OF ORGANIZATION AND PROCEDURE
Of the Board of Directors of the
Cook County Health and Hospitals System

TABLE OF CONTENTS

	Page
Preamble	1
Rule 1. Purpose	1
Rule 2. Definitions	1
Rule 3. Interpretation, force and effect	2
(a) <i>Applicability</i>	2
(b) <i>Effective date</i>	2
(c) <i>Interpretation</i>	2
Rule 4. Organization.....	2
(a) <i>Officers</i>	2
(1) <i>Chair</i>	2
(2) <i>Vice Chair</i>	2
(b) <i>Secretary to the Board</i>	3
(c) <i>Committees and Subcommittees</i>	3
(A) <i>Audit and Compliance</i>	3
(B) <i>Finance</i>	3
(C) <i>Human Resources</i>	4
(D) <i>Quality and Patient Safety</i>	4
(E) <i>Managed Care</i>	5
(d) <i>Membership and officers of Committees and Subcommittees</i>	5
(e) <i>Public hearings</i>	6
(f) <i>Discharge from a Committee by the System Board</i>	7
Rule 5. Parliamentary Rules	7
(a) <i>Meetings</i>	7

(b) <i>Presiding officer</i>	8
(c) <i>Quorum</i>	8
(d) <i>Majority votes</i>	8
(e) <i>Absence of quorum</i>	8
(f) <i>Order of business</i>	8
(g) <i>Public Speakers</i>	9
(h) <i>Prior notice to public; agendas</i>	9
(i) <i>Decorum</i>	10
(j) <i>Recognition for debate</i>	10
(k) <i>Debate</i>	10
(l) <i>Voting and roll call</i>	10
(m) <i>Division of questions</i>	11
(n) <i>Appeal from a ruling of the presiding officer</i>	11
(o) <i>Personal privilege</i>	11
(p) <i>Special order of business</i>	11
(q) <i>Order of precedence during debate</i>	11
(r) <i>Motion to adjourn</i>	11
(s) <i>Motion to reconsider</i>	12
(t) <i>Amendment or suspension of rules</i>	12
(u) <i>Rules for Committee and Subcommittee meetings</i>	12
(v) <i>Robert's Rules of Order</i>	12
(w) <i>Recordings of meetings</i>	12
Rule 6. Conflict of Interest	13
Rule 7. Official Position Statements	13

Preamble

The Cook County Board of Commissioners established the Cook County Health and Hospitals System (“CCHHS”) by Ordinance. The CCHHS is governed by a Board of Directors (“System Board”) as set forth in the Ordinance. The Ordinance sets forth the mission of the CCHHS and the general powers and duties of the System Board. In order to provide for the orderly implementation of the Ordinance, the System Board adopts these Rules.

Rule 1. Purpose.

The purpose of these Rules is to:

- (a) Provide appropriate procedures and organization for the System Board to conduct its business in an orderly and efficient manner; and
- (b) Foster accountability in the CCHHS.

Rule 2. Definitions.

The following words, terms and phrases, when used in these Rules, shall have the meanings ascribed to them in this section, except where the context clearly indicates a different meaning:

- (a) *Affiliate or CCHHS Affiliate* means the health care entities comprising the Cook County Health and Hospitals System including the Ambulatory Community Health Network of Cook County, Cermak Health Services of Cook County, the Cook County Department of Public Health, Provident Hospital of Cook County, the Ruth M. Rothstein CORE Center of Cook County and the John H. Stroger, Jr. Hospital of Cook County.
- (b) *CCHHS* means the Cook County Health and Hospitals System.
- (c) *Chair* means the Chair of the System Board.
- (d) *Committee Chair* means the chair of a Standing or Special Committee.
- (e) *Committee* means a committee of the System Board and includes a Standing Committee or Special Committee.
- (f) *Director* means a currently serving member of the System Board.
- (g) *Ordinance* means the Cook County Ordinance Establishing the Cook County Health and Hospitals System, as amended from time to time.
- (h) *Secretary to the Board* means the Secretary to the System Board
- (i) *Subcommittee Chair* means the chair of a Standing Subcommittee or Special Subcommittee.

- (j) *Subcommittee* means a subcommittee of a Committee of the System Board and includes a Standing Subcommittee and Special Subcommittee.
- (k) *System Board* means the eleven-member Board of Directors charged with governing the Cook County Health and Hospitals System pursuant to the Cook County Ordinance Establishing the Cook County Health and Hospitals System.
- (l) *Vice Chair* means the Vice Chair of the System Board.

Rule 3. Interpretation, force and effect.

- (a) *Applicability.* The meetings and actions of the System Board, including all of its Committees, shall be governed by these Rules.
- (b) *Effective date.* These Rules shall be in full force and effect upon adoption by the System Board, and shall remain in full force and effect except as amended in accordance herewith, or until superseded by new rules.
- (c) *Interpretation.* These Rules are to be construed in accordance with the customary American usage and meaning of parliamentary terms and expressions and the plain meaning of the ordinary words appearing herein. In case of ambiguous application, these Rules shall be applied in a manner that fosters openness, accountability and fairness in the operation of the System Board.

Rule 4. Organization.

- (a) *Officers.* Each year at its Annual Meeting, the System Board shall elect Directors to serve as Chair and Vice Chair. A Director may be elected to either of the officer positions for successive terms.

(1) Chair.

The Chair shall preside at all meetings of the System Board; shall appoint the members of all Committees and designate their Committee Chair; and shall be an ex-officio member, without vote, of all Committees to which the Chair is not an appointed member, unless the Chair is appointed to serve as a substitute member in order to achieve a quorum pursuant to Rule 4, Organization, Section 4(d)(5). Unless otherwise instructed by the System Board, the Chair may, at his or her discretion, refer matters before the System Board to the proper Committee of said System Board for consideration and recommendation. The Chair or the Chair's designee shall be responsible for all correspondence of the System Board.

(2) Vice Chair.

The Vice Chair shall perform the duties of the Chair in the Chair's absence or in the event of the Chair's resignation, death, disability or recusal pending selection of the Chair's successor at either a regular or Special meeting of the System Board.

- (b) *Secretary to the Board.* A full-time Secretary to the Board shall be employed by the System and shall report directly to the Chair. Additional qualified System personnel may be approved by the Chair to fulfill the duties of the Secretary to the Board during periods of unavailability or to perform duties and responsibilities assigned by the Secretary to the Board when activity volumes require that additional personnel be assigned for this purpose. The Secretary to the Board shall keep suitable records of all proceedings of each meeting of the System Board and its Committees and Subcommittees. After approval, such records shall be read and signed by the Chair or the presiding officer, and attested by the Secretary to the Board. The System Board may have a seal on which shall be engraved the name of the CCHHS, and said seal shall be kept by the Secretary to the Board and used in authentication of all acts of the System Board.

- (c) *Committees and Subcommittees.*

- (1) The number of members of each Committee shall be determined by the Chair but in no event shall a Committee consist of less than three (3) Director members.

- (2) The Standing Committees of the System Board shall include, but not be limited to:

- A. Audit and Compliance. This Committee shall receive and review the audit reports prepared by internal departments and oversee the financial reporting process on behalf of the CCHHS. This Committee shall oversee the selection of independent auditors for the CCHHS in accordance with the Ordinance, review accounting policies and financial reporting and disclosure practices of the CCHHS, and review the effectiveness of the CCHHS internal financial controls. Additionally, the Committee will assist the System Board in fulfilling its oversight responsibilities of the CCHHS corporate compliance effort. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.

- B. Finance. This Committee shall be familiar with and review the income and expenditures of the CCHHS, advise the Chief Executive Officer, System Chief of Clinical Integration and System Chief Financial Officer in preparation of the budget, review the proposed budget in advance of presentation to the System Board, and make recommendations to the System Board on all such financial matters. Additionally, this Committee will develop and present to the System Board recommended multi-year financing plans as provided in the Ordinance. This Committee shall be responsible for developing, implementing and monitoring policies and procedures regarding procurement and contracting for the CCHHS, including providing for appropriate review of purchase contracts by this

Committee. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.

- C. Human Resources: This Committee shall develop and monitor policies and procedures for the CCHHS related to personnel issues with regard to all employees, including physicians and dentists, within the CCHHS, including, but not limited to, position classification, compensation, recruitment, selection, hiring, discipline, termination, grievance, affirmative action, performance management, probationary periods, training, promotion and maintenance of records. This Committee shall receive and review the reports prepared by the CCHHS Chief of Human Resources. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.
- D. Quality and Patient Safety. The System Executive Medical Director, the System Chief of Clinical Integration, Chief Operating Officer Hospital-Based Services, Chief Operating Officer Ambulatory Services, Medical Director of Ambulatory Services, the System Executive Director of Nursing, the President of the Medical Staff of each CCHHS hospital Affiliate, the Medical Director of each Affiliate, the Director of Nursing of each Affiliate, and the System Director of Quality, Patient Safety, Regulatory and Accreditation shall be ex-officio members of this Committee without a vote and shall not be considered in determining a quorum. The Chair of this Committee or designee may serve as a member of the Joint Conference Committees of the Medical Staffs of the CCHHS hospital Affiliate. The Quality and Patient Safety Committee shall oversee the quality, safety and performance improvement programs of the CCHHS, with the goal of recognizing the critical importance of maintaining high quality service and patient and staff safety and satisfaction. This Committee shall receive reports on pertinent matters of quality, safety, satisfaction, regulatory and accreditation activities at least quarterly from the System Director of Quality, Patient Safety, Regulatory and Accreditation or designee, and shall report on such matters to the System Board. This Committee shall be responsible for serving as a liaison between the CCHHS' hospital Affiliate Medical Staffs and the System Board. The System Board delegates to this Committee the authority to consider and render a final decision with regard to applications for initial appointment or reappointment to membership on the hospital Affiliate Medical Staffs and for initial clinical privileges or the renewal or modification of clinical privileges; assignment of staff category, department and division; and any special conditions to the appointment or reappointment, consistent with the procedures set forth in applicable CCHHS policies and CCHHS hospital Medical Staff Bylaws. An additional purpose of this Committee is the full and candid discussion of matters which affect the CCHHS' hospital Affiliate Medical Staffs and the System Board. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.

- E. Managed Care. This Committee shall receive and review reports prepared by the Deputy Chief Executive Officer of Finance and Strategy or designee with regard to the performance of the CountyCare Health Plan including reporting on matters concerning quality and patient safety, finance, operations, and State required oversight activities. These reports shall also include briefings on key strategic initiatives regarding the scope and direction of CountyCare. This Committee shall also receive and review reports prepared by the Chief Compliance and Privacy Officer with regard to compliance matters involving CountyCare. This Committee shall assist the CCHHS Board in its oversight responsibilities regarding CountyCare and provide guidance and make recommendations to CCHHS leadership regarding CountyCare operations, finances, compliance matters and strategic initiatives. This Committee shall promote full and candid discussion of critical matters impacting the performance of CountyCare as well as impacting the overall performance of CCHHS. This Committee shall serve as a conduit for CountyCare's reporting to the CCHHS Board as required by the State. The Chair of this Committee shall coordinate with the Chairs of the Audit and Compliance, Finance and Quality and Patient Safety Committees regarding CountyCare matters relevant to the respective responsibilities of those Committees. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.
- (3) A Committee may create a Subcommittee. Subcommittees may be either Standing Subcommittees or Special Subcommittees. The motion creating a Subcommittee shall specify the subject matter of the Subcommittee and the number of members to be appointed thereto, and may specify a date upon which the Subcommittee shall be abolished.
- (4) Following each meeting of a Committee, the Committee Chair or designee shall submit minutes to the System Board for consideration at a meeting of the System Board. The System Board shall either approve or receive and file the Committee minutes. Approval of a Committee's minutes by the System Board shall constitute approval of the actions and/or recommendations contained in the minutes. Following each meeting of a Subcommittee, the Subcommittee Chair or designee shall submit minutes to the Committee for consideration at a meeting of the Committee. The Committee shall either approve or receive and file the Committee minutes. Approval of a Subcommittee's minutes by the Committee shall constitute approval of the actions and/or recommendations contained in the minutes.
- (d) *Membership and officers of Committees and Subcommittees.*
- (1) The members and Chair of each Standing Committee shall be appointed annually by the Chair at or around the time of the System Board's Annual Meeting. The members and Chair of a Special Committee shall be appointed by the Chair as needed; and the Chair shall specify the subject matter of the Special Committee, and may specify a

reporting date in which event the Special Committee shall be abolished. Unless an earlier date is specified by the Chair, Special Committees shall expire one (1) year after their creation. Committee members shall serve until the Chair appoints another member to serve in their place or they resign from the Committee or the System Board. The Chair may appoint non-Director members to a Committee.

The Committee Chair shall appoint the members of a Subcommittee and the Subcommittee Chair. The Committee Chair may appoint non-Director members to a Subcommittee. The non-Director member of a Committee or a Subcommittee shall not have a vote and shall not be considered for a quorum, but may serve as Committee or Subcommittee Chair. The appointment of Committee or Subcommittee members shall be effective immediately unless otherwise specified by the Chair or Committee Chair. Subcommittee members shall serve until the Chair appoints another member to serve in their place or they resign from the Subcommittee or the System Board.

In appointing non-Director members to a Committee or a Subcommittee, the Chair or Committee Chair, respectively, shall appoint individuals who possess expertise with regard to the Committee's or Subcommittee's responsibilities as set forth in these Rules. The non-Director member shall:

1. maintain confidentiality with regard to information obtained in his or her role as a non-Director member;
 2. have a fiduciary duty to the CCHHS with regard to any activities arising out of his or her role as a non-Director member; and
 3. abide by these Rules including, but not limited to, Rule 6, Conflict of Interest, and Rule 7, Official Position Statements.
- (2) The Chair shall be an ex-officio member, without voting rights, of each Committee to which the Chair is not an appointed member. The Chair shall not be considered in determining the presence of a quorum for a meeting of a Committee to which the Chair is not an appointed member, unless the Chair is appointed to serve as a substitute member in order to achieve a quorum pursuant to Rule 4, Organization, Section 4(d)(5).
- (3) A vacancy on a Committee or Subcommittee or in the position of Chair of a Committee or Chair of a Subcommittee shall be created when a Director resigns from such position or ceases to be a Director or, in the case of a non-Director Chair, when such Chair resigns from such position. Resignations shall be made in writing to the Secretary to the Board, who shall promptly notify the Chair and all Directors.
- (4) Vacancies on Committees or in the position of Committee Chair shall be filled by the Chair. Vacancies on Subcommittees or in the position of Subcommittee Chair shall be filled by the Chair of the Committee which created the Subcommittee.
- (5) The Committee Chair or Subcommittee Chair shall have the authority to call and preside at meetings of their respective Committee or Subcommittee. In the event the

number of Directors in attendance at a scheduled meeting of a Committee or Subcommittee is smaller than the number required for a quorum, the Committee Chair or Subcommittee Chair shall have the authority to appoint any Director in attendance at that meeting to serve as a substitute member of that Committee or Subcommittee, for purposes of that meeting only, to the extent necessary to achieve a quorum. Such substitute member shall have voting rights and shall be counted in determining whether a quorum is present.

- (6) Any Director physically present at a meeting or participating by audio or video conference by consent of a majority of the quorum of Directors present and voting, even if not a member of a Committee or Subcommittee, shall be afforded the courtesy of participating in debate on any item before a Committee or Subcommittee.
- (e) *Public hearings.* The System Board may hold public hearings as it deems appropriate to the performance of any of its responsibilities. Such public hearings may be held provided that the following requirements are satisfied:
 - (1) a notice containing the time, place and subject matter of the hearing and solicitation of pertinent public testimony shall be placed on the CCHHS' website and provided to the County for posting on its website.
 - (2) any other applicable meeting notification requirements found elsewhere in these Rules or law.
- (f) *Discharge from a Committee by the System Board.* The System Board may discharge any matter from a Committee.

Rule 5. Parliamentary rules.

- (a) *Meetings.*

The System Board shall hold regular meetings pursuant to an annual calendar set by the System Board prior to December 1st of each year. Such calendar shall include the date, time, and location of each regular meeting. Election of System Board officers for the next year shall take place at the Annual Meeting in July. The date of a regular meeting or the Annual Meeting may be changed by consensus of the Directors as ascertained by the Secretary to the Board. Notice of the rescheduling of a regular meeting or the Annual Meeting shall be as provided in this Rule 5, Parliamentary rules, Section (g), Prior notice to public; agendas.

It shall be the duty of the Chair to call Special meetings of the System Board whenever the Chair determines such meetings are necessary. It shall also be the duty of the Committee or Subcommittee Chair to call special meetings of a Committee or Subcommittee whenever the Committee or Subcommittee Chair determines such meetings are necessary. In addition to any notice required by the Open Meetings Act or other applicable law, the

Chair must give no less than two (2) business days advance written notice of such Special meetings to the Directors and to the public.

Special meetings of the System Board shall also be held whenever requested by at least one-third of the Directors currently appointed. In addition to any notice required by the Open Meetings Act or other applicable law, the Secretary to the Board or designee must give no less than two (2) business days advance written notice of such Special meetings to the remaining Directors.

A Special meeting of the System Board may be called in the event that the Chair or one-third of the Directors currently appointed states that an emergency exists. A Special meeting of a Committee may be called in the event that the Committee Chair or one-third of the Directors currently appointed to the Committee states that an emergency exists. The Secretary to the Board or designee must give no less than twenty-four (24) hours advance written notice to the Directors and to the public, unless such notice is not reasonable under the circumstances. In such case notice shall be given as soon as practicable.

- (1) All notices of Special meetings must include an agenda for such meeting.
- (2) A quorum of Directors must be physically present at the location of a meeting of the System Board, its Committees or Subcommittees.

If a quorum of the Directors is physically present at a meeting of the System Board or one of its Committees or Subcommittees, a majority of the Directors present and entitled to vote may allow a Director to attend the meeting by other means if the Director is prevented from physically attending because of: (i) personal illness or disability; (ii) employment purposes or the business of the public body; or (iii) a family or other emergency. "Other means" is by video or audio conference.

If a Director wishes to attend a meeting by other means, the Director must notify the Secretary to the Board before the meeting unless advance notice is impractical.

Non-Director members of a Committee or Subcommittee may participate by other means at the discretion of the Committee or Subcommittee Chair.

- (b) *Presiding officer.* The Chair shall preside at all meetings of the System Board and shall generally perform the duties customarily performed by a presiding officer. In the absence of the Chair, or during the temporary inability of the Chair to act, the Vice-Chair shall preside at meetings of the System Board. If both the Chair and the Vice Chair are unable to preside at the meeting, the System Board shall appoint a Director to preside at that meeting. In the absence of a Committee or Subcommittee Chair, or during the temporary inability of the Committee or Subcommittee Chair to act, the Directors of that Committee or Subcommittee shall appoint a Director who is a member of that Committee or Subcommittee to preside at that meeting.

- (c) *Quorum.* A majority of the Directors shall constitute a quorum for a meeting of the System Board. A majority of Directors appointed to any Committee or Subcommittee shall constitute a quorum for a meeting of such Committee or Subcommittee. Directors in attendance at a meeting of a Committee or Subcommittee who are appointed to serve as substitute members of that Committee or Subcommittee pursuant to Rule 4, Organization, Section (d)(5), Membership and officers of Committees and Subcommittees, shall be considered in determining whether a quorum is present.
- (d) *Majority votes.* Actions of the System Board shall require the affirmative vote of a majority of the Directors present and voting at the meeting at which action is taken. Actions of a Committee or Subcommittee of the System Board shall require the affirmative vote of a majority of the Directors present and entitled to vote at the meeting at which action is taken. A vote of "present" shall not be counted in determining the number of Directors voting on a question.
- (e) *Absence of quorum.* Should a quorum not be present at any meeting of the System Board or at any Committee or Subcommittee meeting, the meeting shall not thereby stand adjourned, but the Directors present shall be competent to adjourn, receive information or public testimony but take no formal action, or recess the meeting to a specified date and time by a majority vote of those Directors present and entitled to vote.
- (f) *Order of business.*
 - (1) At each regular meeting of the System Board, the order of business (unless otherwise directed by leave of the System Board) is as follows:
 - (A) Call to Order and Roll Call
 - (B) Public Speakers
 - (C) Approval and correction of minutes of previous meetings, and approval of Committee Meeting Minutes
 - (D) Action Items
 - (E) Recommendations, Discussion/Information Items
 - (F) Report of the Chairman
 - (G) Report of the Chief Executive Officer
 - (H) Closed Session, as needed
 - (I) Adjournment
 - (2) All questions relating to the priority of business shall be decided by the presiding officer, without debate, subject to appeal.
- (g) *Public speakers.*

The System Board shall allow any person an opportunity to address the Directors. The System Board may grant members of the public leave to speak for up to three (3) minutes on items pending before the System Board. Public speakers must register to speak with the Secretary to the Board prior to the start of the meeting and will be called in the order in

which they register. At the discretion of the presiding officer, public speakers may speak at the beginning and/or at the end of the agenda for the meeting. In the event the number of public speakers registered requires time beyond that allotted for the agenda, the Directors may recess or adjourn to a day certain to complete hearing public testimony or allow the members of the public to submit written testimony in lieu of speaking before the Board.

(h) *Prior notice to public; agendas.*

- (1) No less than two (2) full business days before any meeting of the System Board or of a Committee or Subcommittee, notice and an agenda for such meeting shall be provided to the Chair, all Directors and all news media that have requested notice of meetings and shall be posted at the principal office of the System Board and at the location where the meeting is to be held. In addition, notices and agendas of all meetings shall be posted on the CCHHS website, if available, and provided to the County for posting on its website.
- (2) The agenda shall briefly describe all matters that will be considered at the meeting. Material pertinent to a matter on a System Board agenda shall be supplied, along with the agenda, to the Chair and to each of the Directors, and all material pertinent to any matter on a Committee or Subcommittee agenda shall be supplied, along with the agenda, to each member of the Committee or Subcommittee. With the exception of materials that are confidential as provided by law, such material shall also be available to the public upon request.
- (3) Matters may be placed on the agenda of a System Board meeting by the Chair or any Director. Committee minutes shall be placed on the agenda of a System Board meeting by the Committee Chair or designee. Matters may be placed on the agenda of a Committee or Subcommittee meeting by a Director who is a member of the Committee or the Subcommittee or by the Chair, in his ex-officio capacity.
- (4) Matters may be placed on an agenda not later than noon of the day previous to the day on which that agenda is required to be distributed by the Secretary to the Board or at the discretion of the Chair.

It shall be the duty of the Secretary to the Board or designee to prepare, post, and distribute all agendas for meetings of the System Board, and for Committee and Subcommittee meetings.

- (5) When practicable, and with the exception of materials that are confidential as provided by law, materials pertinent to a matter on an agenda for meetings of the System Board and its Committees and Subcommittees which have already been distributed to the Directors as part of their back-up material may be posted on the CCHHS website prior to the meeting. Following the meeting, documents presented at the meeting that were not posted to the CCHHS website in advance, with the exception of materials that are confidential as provided by law, may be posted to the CCHHS website.

- (i) *Decorum.* The presiding officer shall preserve order and decorum, may speak to points of order in preference to other Directors, and shall decide all questions of order, subject to appeal. A Director shall confine herself or himself to the matters before the System Board, avoid personalities, and in general observe all parliamentary rules pertaining to orderly procedure and decorum.
- (j) *Recognition for debate.* A Director desiring to obtain the floor shall address the presiding officer. If two or more Directors shall properly request recognition, the presiding officer shall recognize the one who first spoke. A Director shall not proceed with remarks until recognized and named by the presiding officer. The Chair and all Directors shall be given a full opportunity to participate in the debate on all debatable questions, except when a Director has called the previous question.
- (k) *Debate.* No Director shall speak more than twice or longer than a total of ten minutes on the same question, without leave of the System Board. Responses by witnesses and CCHHS staff to questions of a Director shall not be counted against the speaking time allotted to such Director. The proponent of the item under consideration, or a Committee Chair whose report is under consideration, as the case may be, shall have the right to open and close debate.
- (l) *Voting and roll call.*
 - (1) If any Director requests it, a roll call upon any question shall be taken and entered in the minutes, but, unless otherwise required by law, a roll call shall not be taken unless called for prior to, during or immediately after any vote on the question.
 - (2) A roll call once ordered shall not be interrupted. When a roll call has commenced, all debate on the question shall be deemed concluded. During the taking of the roll call, Directors shall respond to the calling of their names by answering "yea," "nay," or "present."
- (m) *Division of questions.* If any question presented contains several separable propositions, a demand by any Director to "divide the question" shall be in order.
- (n) *Appeal from a ruling of the presiding officer.* Any Director entitled to vote may appeal to the System Board, Committee or Subcommittee from a ruling of the presiding officer. The Director making the appeal may briefly state the reason for the appeal, and the presiding officer may briefly explain the ruling; but there shall be no debate on the appeal and no other Director shall participate in the discussion. The presiding officer shall then put the question, "Shall the decision of the Chair [Committee Chair] be sustained?" If a majority of Directors, including the presiding officer, provided he or she is a Director, and the Director bringing the appeal, vote "nay," the decision of the presiding officer shall be overruled; otherwise, it shall be sustained. If sustained, the ruling of the presiding officer shall be final.

- (o) *Personal privilege.* The right of a Director to address the System Board, a Committee or Subcommittee on a question of personal privilege shall be limited to cases in which the Director's integrity, character, or motives are assailed, questioned, or impugned.
- (p) *Special order of business.* Any matter before the System Board, a Committee, or Subcommittee referenced in an agenda provided to the Directors and the public in accordance with these rules may be taken out of order by the presiding officer.
- (q) *Order of precedence during debate.* When a question is under debate, the following motions shall be in order and shall have precedence over each other in order, as listed:
 - (1) To adjourn to a day certain (amendable, debatable).
 - (2) To adjourn.
 - (3) To take a recess (debatable).
 - (4) To lay on the table.
 - (5) To call the previous question.
 - (6) To refer (debatable).
 - (7) To amend (amendable, debatable).
 - (8) To defer to a time certain (debatable).
 - (9) To defer indefinitely (amendable, debatable).
- (r) *Motion to adjourn.* A motion to adjourn is always in order except:
 - (1) When a Director has the floor.
 - (2) When the roll is being called or the Directors are voting.
 - (3) When the previous motion was a motion to adjourn.
 - (4) When the "previous question" has been ordered.
- (s) *Motion to reconsider.*
 - (1) A vote or question may be reconsidered at any time during the same meeting, at a Special meeting called to reconsider the vote or question held prior to the next regular meeting or at the next regular meeting.
 - (2) A motion for reconsideration, having been once made and decided in the negative, shall not be renewed, nor shall a motion to reconsider be reconsidered.
 - (3) A motion to reconsider must be made by a Director who voted on the prevailing side of the question to be reconsidered.
- (t) *Amendment or suspension of Rules.*
 - (1) *Suspension of Rules.* Any provision of these Rules may be temporarily suspended by a majority vote of the Directors present and entitled to vote at a System Board meeting or meeting of a Committee or Subcommittee, upon motion of any Director specifying the rule to be suspended.

- (2) *Amendment of Rules.* The provisions of these Rules may not be altered or amended in whole or in part except as provided herein. A proposed amendment to the Rules may originate from any Director. The proposed amendment shall be sent in writing to the Chair and to the Secretary to the Board. The Secretary shall place the proposed amendment on the agenda of the next regular meeting of the System Board with notice as provided in these Rules. The proposed amendment is approved by the affirmative vote of a majority of the quorum of Directors present and entitled to vote. An amendment to the Rules shall take effect and be in full force upon approval by the System Board unless otherwise specified.
- (u) *Rules for Committee and Subcommittee meetings.* Unless otherwise specified in these Rules, the rules of procedure for all Committee and Subcommittee meetings shall be the same as for System Board meetings.
- (v) *Robert's Rules of Order.* The rules of parliamentary practice set forth in "Robert's Rules of Order" (Newly Revised) by Henry M. Robert III, *et al.*, shall govern the System Board in all cases in which they are applicable and not inconsistent with the provisions of these Rules.
- (w) *Recordings of meetings.* The Secretary to the Board or designee is responsible for audio recording all meetings of the System Board or of a Committee or Subcommittee. The audio recordings of public meetings of the System Board shall be retained by the Secretary to the Board or designee. Audio recordings of meetings other than closed sessions shall be available for review upon written request to the Secretary to the Board or designee. Audio recordings of closed sessions shall be retained by the Secretary to the Board or designee in a secure fashion and shall not be available to any person except as required by law.

Rule 6. Conflict of Interest.

While serving on the System Board, Directors shall act in the best interest of the CCHHS in all matters relating to the CCHHS. The provisions of the Cook County Ethics Ordinance, the CCHHS Standard of Conduct (Code of Ethical Conduct) that supplements the Cook County Ethics Ordinance and the CCHHS Conflict of Interest policy shall apply to the Directors. Each Director shall annually affirm that they: (i) have received a copy of the CCHHS Conflict of Interest Policy ("Policy"); (ii) have read and understand the Policy; and (iii) agree to comply with the Policy. Each Director shall also annually complete a Disclosure of Interest Statement which shall be submitted to the CCHHS Chief Compliance Officer. The Directors may adopt a Professional and Ethical Protocol consistent with the Ethics Ordinance.

Any Director or non-Director member of a Committee or Subcommittee who has a conflict of interest in a matter involving the System shall declare the conflict to the System Board, or a Committee or Subcommittee, in open session, shall disclose the basis for the conflict and shall refrain from participating in the consideration of the matter, except as the Director may be called upon for information.

Rule 7. Official Position Statements

Official position statements of the System Board will be made only after concurrence of a majority of the Directors and shall be issued only through the Chair or the Chair's designee.

July 23, 2008 – Rules of the System Board were approved, as amended

August 7, 2008 – Amendments to the Rules of the System Board were approved, as amended

September 5, 2008 – An Amendment to the Rules of the System Board was approved

May 31, 2012 – Amendments to the Rules of the System Board were approved

August 9, 2012 – Amendments to the Rules of the System Board were approved

September 5, 2012 - Amendments to the Rules of the System Board were approved

July 26, 2013 – Amendments to the Rules of the System Board were approved

December 12, 2014 – Amendments to the Rules of the System Board were approved

Cook County Health and Hospitals System
Board of Directors Meeting Minutes
December 12, 2014

ATTACHMENT #3



**OFFICE OF THE PRESIDENT
BOARD OF COMMISSIONERS OF COOK COUNTY
118 NORTH CLARK STREET
CHICAGO, ILLINOIS 60602
(312) 603-6400
TDD (312) 603-5255**

**TONI PRECKWINKLE
PRESIDENT**

December 5, 2014

Chairman and Members of the
Cook County Health & Hospitals System Board of Directors
1900 West Polk Street, Suite 220
Chicago, IL 60612

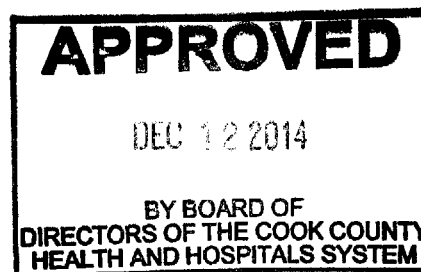
Ladies and Gentlemen:

Please be advised that I hereby reappoint Julio Rodriguez to the CORE Foundation for a three (3) year term to begin immediately and expire December 31, 2017.

I submit this communication for your approval.

Sincerely,

Toni Preckwinkle
President



Cook County Health and Hospitals System
Board of Directors Meeting Minutes
December 12, 2014

ATTACHMENT #4



JOHN JAY SHANNON, MD
CHIEF EXECUTIVE OFFICER
COOK COUNTY HEALTH & HOSPITALS SYSTEM
REPORT TO THE BOARD OF DIRECTORS
December 12, 2014

- **Dr. Catherine Deamant**, Director of Palliative Care in the Division of General Internal Medicine will be leaving CCHHS to pursue a new opportunity affording her quality time with her family and opportunity to directly contribute to the community in which she lives. Dr. Deamant has been a force at CCHHS for many years building a nationally recognized palliative care program that has nurtured patients and staff through end-of-life care. Last year, Dr. Deamant received the Hastings Center Cuniff-Dixon Physician Award for her outstanding work.
- Congratulations to the **Pediatrics, Neonatology, Obstetrics and Gynecology and Perinatal Network** teams at **Stroger** led by Drs. David Soglin and Alok Rastogi and Omar LaBlanc on achieving re-designation both as a Level III NICU and as an Administrative Perinatal Network hospital from the Illinois Department of Public Health.
- The American Burn Association has verified the **Stroger Burn Unit** as a certified burn unit in the state of Illinois. This three year certification is indicative of the excellence in burn care provided at Stroger. Congratulations to Drs. Stathis Poulakidas, Faran Bokhari, and nurse leaders June Gerdes and Rhada Nair. The Burn unit sees approximately 300-350 burn and wound care patients annually. We perform more than 120 major operations including skin grafting, treatment of flesh-eating bacteria and burn reconstruction surgeries.
- As a provider, CCHHS is seeing an increase in **influenza** and influenza-like illness earlier than normal and has diagnosed more than 40 cases of Influenza A to date. Several initiatives implemented in October and November to increase vaccination in both the inpatient and outpatient settings have resulted in more than 26,000 outpatients and more than 2,000 inpatients getting the vaccine through CCHHS.

As of December 1st, nearly 90% of CCHHS employees were in compliance with the CCHHS Flu policy. Disciplinary actions have been initiated for non-compliant employees. Special thanks to the teams in Employee Health Services, Human Resources and IT for their efforts this year.

- The Illinois Department of Public Health has also approved for use two **new linear accelerators** at Stroger. These units will provide state-of-the-art radiation services to cancer patients and will service the entire system. A ribbon cutting will be scheduled after the holidays.
- Get IN Chicago has awarded the **Stroger Trauma Unit** more than \$280,000 in grant funds to implement The **Healing Hurt People (HHP)** model which draws on trauma-informed theoretical frameworks to engage therapeutically with individuals who have histories of traumatic life experiences. More than 300 youth in the high risk communities on the south and west sides of the Chicago will be served through the program which has three overarching goals:
 - Reduce re-injury, retaliation, and criminal justice involvement among patients enrolled in the project.
 - Increase patients' capacity to thrive emotionally, physically, and socially—building a strong future for themselves and their families.
 - Integrate trauma-informed practice into our philosophy of care and core competencies, laying the groundwork for integration throughout CCHHS.

- CCHHS is partnering with the Greater Chicago Food Depository for a **holiday food drive** now through December 19th in the lobbies of: Stroger, Provident, Oak Forest Health Center-E Building and Prieto Health Center. Donations can also be made online where your monetary gift goes further as a result of GCFD's wholesale purchasing power. We've set a goal of raising \$10,000 and 20 boxes of food.
- Funded through a Federal grant focusing on HIV & Aids testing and announced on December 1st as part of World AIDS Day, the **Core Center's Proyecto Promover Project** encourages newly immigrant residents in the Pilsen and Little Village Communities to get tested at Core or at one of their many community meetings. By working with community partners, churches and organizations, Promover's outreach workers will provide the rapid test at different locations and provide follow-up resources to those present. They are working closely with the Dr. Jorge Prieto Health Center and Community Board in advancing the program in the Little Village community.

Legislative Update

Local

December 1, 2014 was the beginning of the County's 2015 Fiscal Year. December 1, 2014 also marked the beginning of new terms for President Preckwinkle and the Cook County Board of Commissioners. As noted at our last Board meeting, there are two new Commissioners on the Cook County Board; **Commissioner Richard Boykin** represents the 1st Cook County Board District and **Commissioner Luis Arroyo, Jr** represents the 8th Cook County Board District.

Wednesday, December 17, 2014 the Cook County Committee on Legislation and Intergovernmental Relations will consider the appointment of **Dr. Erica Marsh** to the Cook County Health and Hospitals System. If approved by the Legislation Committee the nomination will be confirmed at the Cook County Board Meeting later that day. The appointment will be effective immediately upon approval by the Cook County Board. With the appointment of Dr. Marsh, one vacancy remains on the CCHHS Board.

Wednesday, December 17, 2014 is the next regular meeting of the Cook County Board.

State

Veto Session took place November 19–21, 2014 and December 2–4, 2014. There was no action on any matters of substance pertaining to CCHHS. Efforts to enact a state-based Marketplace were unsuccessful.

November 14, 2014 the Illinois Medicaid Advisory Committee (MAC) met and Health and Family Services (HFS) Director Julie Hamos provided the following updates:

Medicaid Managed Care

- Statewide 645,938 Medicaid beneficiaries have been enrolled into a Managed Care Entity (MCE)
 - Over 500,000 Illinois adults are newly enrolled into Medicaid expansion (i.e. ACA adult) coverage
 - 305,868 ACA adults and Family Health Plan (FHP) enrollees are in the Greater Chicago region, which includes Cook County and the Collar Counties. FHPs make up the majority of all Medicaid enrollees.
 - 88,858 enrollees are in CountyCare, which serves only Cook County residents.
 - CountyCare enrollees represent over 29% of the total Greater Chicago region enrollment and 13.8% of statewide enrollment.
- Open enrollment for Marketplace products began November 15, 2014 and runs through February 15, 2015. *Get Covered Illinois* is Illinois' Marketplace. Medicaid enrollment is ongoing.
- HFS has made quality in Managed Care Entities a priority and will enforce penalties against plans that do not perform. HFS recently notified three (3) of the largest managed care plans in the state that auto-assignments into their respective plans would be suspended until further notice. Poor quality metrics were cited as the reason for suspension of two (2) of the plans and follow up related to previous readiness review issues was cited for the other.

Client Enrollment Services

- Call Center abandonment rates and wait times have grown in the last few weeks, which has resulted in HFS pushing back the mailing schedule for the remaining mandatory managed care regions of Illinois, including Cook County.
- HFS had been issuing 50,000 letters per week. They have adjusted that number down to 35,000 per week. As a result, the final mailing will not be sent out until the end of February 2015. The original target date was December 2014.

Navigators

- HFS plans to issue guidance around how Navigators, In-Person Counselors, and Certified Application Counselors may (and may not) assist with the Medicaid plan choice process. These are all entities that are registered and receive some training from *Get Covered Illinois*. HFS will also clarify how providers may or may not be involved in this process, especially when they may serve as both a Medicaid provider and an enrollment assister.

Federal

The Health Resources and Services Administration (HRSA), an agency of the U.S. Department of Health and Human Services, recently withdrew a proposed rule that would have established comprehensive 340B Drug Pricing Program regulations for participating covered entities and manufacturers. It is expected HRSA will re-issue the proposed rule in the near future that will also address, among other things, patients to be served and dispute resolution guidelines.

The U.S. Department of Health and Human Services, Centers for Medicare and Medicaid Services (CMS) recently issued a Final Rule pertaining to Medicaid disproportionate share hospital (DSH). The rule addresses the hospital-specific limitation on Medicaid (DSH) payments under the Social Security Act. The Rule is effective December 31, 2014.

Under this limitation, DSH payments to a hospital cannot exceed the uncompensated costs of furnishing hospital services by the hospital to individuals who are Medicaid-eligible or "have no health insurance (or other source of third party coverage) for the services furnished during the year." This rule provides that, in auditing DSH payments, the calculation of uncompensated care for purposes of the hospital specific DSH limit will include the cost of each service furnished to an individual by that hospital for which the individual had no health insurance or other source of third party coverage.

Calendar of Events

December 1 & 15	CountyCare promotion at the Winter Resource Events hosted by the West Humboldt Park Development Council, 3620 W Chicago Ave., Chicago.
December 3	CountyCare promotion at the National HIV/AIDS Awareness Month events hosted by the KLEO Center, 119 E. Garfield Blvd., Chicago.
December 6	CountyCare promotion at Casa Puertorriqueña's Humboldt Park Housing & Health Fair, 1237 N. California St., Chicago.
December 17	CountyCare promotion at the Health Winter Wonderland hosted by the Community Development Institute, 9 West 21st Street, Chicago Heights.